

ARTICLES OF INCORPORATION

- of -

SEVIER RIVER WATER USER'S, INC

KNOW ALL MEN BY THESE PRESENTS

That we, the undersigned, having this day voluntarily associated ourselves together for the purpose of forming a corporation under the NON-PROFIT Laws of the State of Utah, hereby certify and declare as follows

1.

The name of this Corporation shall be "SEVIER RIVER WATER USER'S INC."

2.

Said corporation is organized at and at its principal office and place of business shall be at Richfield, Sevier County, State of Utah, but it may have such other offices, either within or without the State of Utah, as may be determined by the Board of Directors; and at any of such offices, meetings of the board of directors may be held. Stockholders meetings shall be held at Richfield, Utah, unless otherwise designated by the Board of Directors.

3.

The duration of this corporation shall be perpetual, unless sooner terminated by dissolution or by forfeiture, as provided by law.

4.

There shall be no capital stock, but members of this corporation shall be issued a membership certificate upon payment of a membership fee, to be fixed by the board of directors. Such membership certificate shall not be transferrable, except upon the approval of the board of directors, and provided further, that the transferee is eligible to become a member. All corporations, associations and individuals who are the owners of the right to the use of water from Sevier River, or any of its tributaries, shall be eligible for membership by applying for such membership and paying the required membership fee. Corporations and associations shall vote by a person or agent duly designated by such corporation or association.

Corporations or associations shall be limited to one membership.

Individuals owning stock or an interest in a member corporation or association shall not be entitled to a membership based alone on such stock or interest.

Voting at either general or special meetings shall be based and determined on an annual average of water delivered to such member over the period beginning in 1936 and ending in 1957. The membership may, by a majority vote, select another and comparable period of years as a means of determining voting rights, but such selection shall not substantially alter or modify the basis hereinabove fixed for such voting.

5.

The names of the original incorporators and their places of residence or principal office, are as follows:

| <u>NAME</u> | <u>Residence or Principal Office</u> |
|---------------------------------------|--------------------------------------|
| Delta Canal Company, | Delta, Utah |
| Melville Irrigation Company | Delta, Utah |
| Deseret Irrigation Company | Delta, Utah |
| Abraham Irrigation Company | Delta, Utah |
| Central Utah Water Company | Delta, Utah |
| Samuel McIntyre Investment Co. | Salt Lake City, Utah |
| Rocky Ford Canal | Salina, Utah |
| Salina Creek Irrigation Company | Salina, Utah |
| Westview Irrigation Company | Gunnison, Utah |
| Dover Irrigation Company | Gunnison, Utah |
| Gunnison-Fayette Canal Company | Gunnison, Utah |
| Piute Reservoir & Irrigation Company | Salina, Utah |
| Monroe South Bend Canal Company | Monroe, Utah |
| Joseph Irrigation Company | Joseph, Utah |
| Wells Irrigation Company | Joseph, Utah |
| Brooklyn Canal Company | Monroe RFD, Utah |
| Richfield Irrigation Canal Company | Richfield, Utah |
| Annabella Irrigation Canal Company | Annabella, Utah |
| Elsinore Canal Company | Elsinore, Utah |
| Monroe Irrigation Company | Monroe, Utah |
| Sevier Valley Canal Company | Richfield, Utah |
| Vermillion Irrigation Company | Sigurd, Utah |
| Bullion Creek Irrigation Company | Marysvale, Utah |
| Beaver Creek Irrigation Company | Marysvale, Utah |
| Junction Irrigation Company | Junction, Utah |
| Circleville Irrigation Company | Circleville, Utah |
| Lost Creek Irrigation Company | Circleville, Utah |
| Bear Creek Irrigation Company | Spry, Utah |
| Manning Creek Water Users Association | Marysvale, Utah |
| Douglas Cannon | Circleville, Utah |
| Junction Middle Ditch Irrigation Co. | Junction, Utah |

6.

The nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

To provide an agency or instrumentality representing all water users along the course of the Sevier River, which agency can better promote the common interests of the members to act for and in behalf of the members who may have differences arising out of rights along the course of said river system, provided such differences are referred to such corporation. To promote harmony and to secure the cooperation among the said users; to consult with those charged with the duty of distributing the waters from this source, and endeavor to encourage such practices among the users, thus contributing to more efficiency, in the management of these water resources; to explore such additional water sources, to the end that such exploration may yield a complementary or supplementary supply to sources now depended upon. To investigate and recommend participation in cloud-seeding, when in the judgment of research, the results may offer a reasonable risk that additional water might therefore be made available; to investigate and recommend consolidations among users and to promote such practices and procedures which offer greater efficiency in the use and management of this vital resource. To cooperate with all agencies, both public and private, to the end that the rights of the members may be made more secure, and the waters yielded made more beneficial. To investigate and aid in securing financial help to members who need such assistance in capital expenditures. To do and perform all things that may be necessary or prudent in furthering the general objects and purposes hereinabove set out. To appoint such agents and assistants that may be required to properly effect a distribution of the waters of this source, or required to properly effect and manage the affairs and business of this corporation. To act for and in behalf of a member or members when requested so to do. To do and perform all things necessary, proper or requisite to fully and completely effectuate the objects and purposes herein agreed on. To do any acts, things or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided that same shall not be inconsistent with the laws under which this corporation is formed.

7.

The business of this corporation shall be managed and its affairs administered by a board of seven directors. Such board shall choose from its membership the following officers: A president, a vice-president, a secretary and a treasurer. The secretary and treasurer, may or may not be a member of the board of directors,

and the two offices may be combined and held by one and the same person. A director must either be a member in his own right, or the agent of a member duly designated by a member corporation or association. The board of directors shall be apportioned among the following counties in the following manner:

| | |
|-----------------|---------------|
| GARFIELD COUNTY | one director |
| PIUTE COUNTY | one director |
| SEVIER COUNTY | two directors |
| SAN PETE COUNTY | one director |
| MILLARD COUNTY | two directors |

The directors shall be chosen in the several counties by a majority of the members whose use of water lies therein, and as each of said counties may determine. The right to remove a director or directors shall vest in the respective counties, and each of such counties shall be the sole judge of this and related matters.

The term of office of the directors shall be as follows: In Counties having two directors, one of said directors shall serve for one year and one shall serve for two years; in Counties having but one director, he shall serve for a period of two years. As the term of director expires, the respective county shall certify to the Secretary of the Board, the name of such successor. A majority in number of said Board of Directors shall constitute a quorum and shall be authorized to transact the business of the corporation, and exercise the corporate powers thereof.

Until the first annual meeting of the members, as hereinafter provided, the following named persons shall serve on said board of directors:

MILLARD COUNTY:

| | | |
|---------------------|-----------|------------|
| Leland C. Callister | two years | Delta, Ut. |
| William Killpack | one year | Delta, Ut. |

SAN PETER COUNTY:

| | | |
|--------------------|-----------|---------------|
| F. Dwight Malmgren | two years | Gunnison, Ut. |
|--------------------|-----------|---------------|

SEVIER COUNTY:

| | | |
|-----------------|-----------|----------------|
| Virge Brown | two years | Annabella, Ut. |
| Grant Jorgensen | one year | Salina, Utah |

PIUTE COUNTY:

| | | |
|--------------------|-----------|------------------|
| Harold Gottfredson | two years | Circleville, Ut. |
|--------------------|-----------|------------------|

GARFIELD COUNTY:

| | |
|------------------|----------|
| James D. Perkins | one year |
|------------------|----------|

The term of office of the above named directors shall commence as

soon as this corporation shall become a legal reality, and said directors shall serve until their successors have been duly named and qualified.

In the event any one or more of said counties do not elect to become organizing members, the board of directors shall be reduced in a number equal to the board membership of said county or counties. The director or directors of the several counties shall be responsible to their respective counties to keep their respective memberships informed in all matters relating to the business of the corporation.

The Board of Directors shall have the right and duty to name such offerers and agents, and name such committees, as in its judgment is necessary and proper to conduct the business of the corporation.

Said board shall have the right to fix by motion or resolution its meetings, and to levy such assessments as may be required to meet the expenses incurred or to be incurred. Assessments shall be levied on the same basis as is herein fixed for voting rights. Failure to pay any assessment or assessments so levied, shall be cause for forfeiture of membership in this corporation.

Until the first annual meeting of the membership, the following officers shall serve in the respective office:

| | |
|-------------------------|---------------------|
| President | Leland C. Callister |
| Vice-President | Harold Gottfredson |
| Secretary and Treasurer | Dwight F. Malmgren |

The first annual meeting of the members of this corporation shall be held at Richfield, Sevier County, State of Utah, on The first Thursday in February of 1961, and annually thereafter. Notice of such meeting shall be given by mailing to each member a written notice of such meeting, addressed to such member at his or its last known residence or place of business, with postage prepaid thereon.

Such Notice shall be mailed at least ten days prior to said meeting date, and notice shall be deemed complete when deposited in a post office having a regular communication with the member so noticed.

Special meetings of the members may be called at any time by the Board of Directors, or upon the written request of at least 25% of the total membership. Notice of special meetings shall be the same as is herein provided for annual meetings, except in calling a special meeting, the notice shall state the particular business to be thereat.

At the annual meeting the membership shall be apprised of the business transacted during the past year; the money collected and the manner of its disbursement, and a summary of matters and things

in which the corporation is interested and concerned, together with such other matters as may regularly come before it.

Immediately following the selection of directors, the board shall convene and re-organize.

The members shall approve, reject or modify any rules, regulations or by-laws proposed by the Board.

The membership shall be deemed the policy making arm of the corporation.

8.

The private property of the members of this corporation shall not be liable for the debts of the corporation.

9.

These articles may be amended at any annual meeting, or at a special meeting called for that purpose, by a majority vote of those present.

IN WITNESS WHEREOF said parties to these agreements have hereunto set their hands and seals this 4th day of February, AD, 1960.

DELTA CANAL COMPANY,
by /s/ M. Cutler Henrie
Its President

MELVILLE IRRIGATION COMPANY
by /s/ W. R. Killpack
Its President

DESERET IRRIGATION COMPANY
by /s/ Russell Styler
Its President

ABRAHAM IRRIGATION COMPANY
by /s/ Clark Bliss
Its President

CENTRAL UTAH WATER COMPANY
by /s/ Clark Callister
Its President

SAMUEL MCINTYRE INVESTMENT CO.
by
Its President

ROCKY FORD CANAL
by /s/ Harry Thorsen
Its President

SALINA CREEK IRRIGATION COMPANY
by
Its President

WESTVIEW IRRIGATION COMPANY
by /s/ C. H. Childs
Its President

DOVER IRRIGATION COMPANY
by /s/ Vearl Peterson
Its President

GUNNISON-FAYETTE CANAL COMPANY
by /s/ Dean W. Bartholomew, Sec.
Its President

PIUTE RESERVOIR & IRRIGATION COMPANY
by /s/ Conrad Frisch Kneht
Its President

MONROE SOUTH BEND CANAL COMPANY
by /s/ Leonard Winget
Its President

JOSEPH IRRIGATION COMPANY
by /s/ Chas. E. Shipp
Its President

WELLS IRRIGATION COMPANY
by /s/ Chas. E. Shipp
Its President

BROOKLYN CANAL COMPANY
by /s/ Art LeFevre
Its President

RICHFIELD IRRIGATION CANAL COMPANY
by /s/ H. Keith Peterson
Its President

ANNABELLA IRRIGATION CANAL COMPANY
by /s/ W. R. Hooper
Its President

EL SINORE CANAL COMPANY
by

Its President

MONROE IRRIGATION COMPANY

by /s/ Welder Peterson

Its President

SEVIER VALLEY CANAL COMPANY

by /s/ Leonard Christensen

Its President

VERMILLION IRRIGATION COMPANY

by

Its President

BULLION CREEK IRRIGATION COMPANY

by /s/ Phil Rosequnt Marywab

Its President

BEAVER CREEK IRRIGATION COMPANY

by

Its President

JUNCTION IRRIGATION COMPANY

by

Its President

JUNCTION MIDDLE DITCH IRRIGATION COMPANY

by

Its President

CIRCLEVILLE IRRIGATION COMPANY

by /s/ Douglas I Cannon

Its President

LOST CREEK IRRIGATION COMPANY

by /s/ Rex Whittaker

Its President

BEAR CREEK IRRIGATION COMPANY

by

Its President

MANNING CREEK WATER USERS ASS'N.

by

CANNON-DOBSON DITCH

by /s/ Douglas Q. Cannon

TEN MILE WATER USERS ASSOCIATION

by /s/ Phil Rosequist

REDMOND IRRIGATION COMPANY
by /s/ Dewloyd Christensen
/s/ Rex Whittaker

STATE OF UTAH

SS

COUNTY OF SEVIER

Will Killpack, Russell Styler, M. Cutler Henrie, Clark Bliss AND T. Clark Callister, being each for himself duly sworn, on oath deposes and say: That they and each of them are five of the incorporators described and declared in the foregoing AGREEMENT and ARTICLE OF INCORPORATION, and that it is bona fide their intention to commence and carry on the business mentioned in said ARTICLES OF INCORPORATION, and that affiants verily believe that each party to these agreements and ARTICLE OF INCORPORATION, intend to do and perform the obligations and duties to which each is a party. That the business to be transacted is non-profit, and there is no intention of doing otherwise; that nonprofit will be realized to these affiants or to those whom affiants have joined in the enterprise.

/s/ Will Killpack
/s/ Russell Styler
/s/ M. Cutler Henrie
/s/ Clark Bliss
/s/ T. Clark Callister

Subscribed and sworn to before me this 4th day of February A.D. 1960.

/s/ Terdinand Erickson

(Seal)

Residence: Monroe, Utah.
My Commission Expires: 1-6-62

Note: This document was retyped from a copy that was not the original signed document. Most of the signatures were handwritten and barely legible, because of such, exact accuracy is not guaranteed. Dean S. Anderson, March 23, 1992.